

Fill in this information to identify your case:

United States Bankruptcy Court for the:

CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA

Case number (if known) Chapter **11**

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **TRX Holdco, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) **84-5149959**

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

**450 Newport Center Drive, Suite 590
Newport Beach, CA 92660**

Number, Street, City, State & ZIP Code

Orange
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.trxtraining.com**

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **TRX Holdco, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3399

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 04/01/25 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

Debtor **TRX Holdco, LLC**
Name

Case number (if known)

List all cases. If more than 1,
attach a separate listDebtor **Fitness Anywhere LLC**

Relationship

AffiliateDistrict **Central District of
California**

When

6/08/22

Case number, if known

TBD**11. Why is the case filed in
this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or
have possession of any
real property or personal
property that needs
immediate attention?**☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of
available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of
creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **TRX Holdco, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 8, 2022**
MM / DD / YYYY

X 

Signature of authorized representative of debtor

Brent Leffel

Printed name

Title **Chairman of the Board of Managers of
TRX Holdco, LLC**

18. Signature of attorney

X 

Signature of attorney for debtor

Date **June 8, 2022**

MM / DD / YYYY

Ron Bender 143364

Printed name

Levene, Neale, Bender, Yoo & Golubchik L.L.P.

Firm name

**2818 La Cienega Avenue
Los Angeles, CA 90034**

Number, Street, City, State & ZIP Code

Contact phone **(310) 229-1234**

Email address **rb@lnbyg.com**

143364 CA

Bar number and State

Fill in this information to identify the case:

Debtor name TRX Holdco, LLC

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA

Case number (if known) _____

☐ Check if this is an
amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.


I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 8, 2022

X


Signature of individual signing on behalf of debtor

Brent Leffel

Printed name

Chairman of the Board of Managers of TRX Holdco, LLC

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **TRX Holdco, LLC**
United States Bankruptcy Court for the: **CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA**
Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Creative Artists Agency 2000 Avenue of the Stars Speakers Dept. Los Angeles, CA 90067		Trade Debt				\$41,668.00
Cole Schotz P.C. 25 Main Street P.O. Box 800 Hackensack, NJ 07602		Professional Services				\$13,200.00
Baker Tilly US, LLP 10 Terrace Court PO Box 7398 Madison, WI 53707-7398		Professional Services				\$10,335.00
UDR-Eight 80 1590 Adams Avenue PO Box 2350 Costa Mesa, CA 92628		Trade Debt				\$5,898.00
Morrison & Morrison 222 Souther Riverside Plaza Chicago, IL 60606		Professional Services				\$4,500.00
Sterling Legal Solutions, Inc. 26895 Aliso Creek Rd., B-129 Aliso Viejo, CA 92656		Professional Services				\$1,299.00
JMBM LLP 1900 Avenue of the Stars Los Angeles, CA 90067		Professional Services				\$156.00

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Ron Bender 143364 2818 La Cienega Avenue Los Angeles, CA 90034 (310) 229-1234 Fax: (310) 229-1244 California State Bar Number: 143364 CA rb@lnbyg.com	FOR COURT USE ONLY
<input type="checkbox"/> Debtor(s) appearing without an attorney <input checked="" type="checkbox"/> Attorney for Debtor	

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA**

In re: TRX Holdco, LLC	CASE NO.: CHAPTER: 11
Debtor(s).	VERIFICATION OF MASTER MAILING LIST OF CREDITORS [LBR 1007-1(a)]

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 2 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: June 8, 2022



Brent Leffel, solely in his capacity as Chairman of the
Board of Managers of TRX Holdco, LLC

Date: _____

Signature of Debtor 2 (joint debtor)) (if applicable)

Date: _____

Signature of Attorney for Debtor (if applicable)

TRX Holdco, LLC
450 Newport Center Drive, Suite 590
Newport Beach, CA 92660

Ron Bender
Levene, Neale, Bender, Yoo & Golubchik L.L.P.
2818 La Cienega Avenue
Los Angeles, CA 90034

U.S. Trustee - Santa Ana
411 West Fourth Street
Suite 9041
Santa Ana, CA 92701-8000

Baker Tilly US, LLP
10 Terrace Court PO Box 7398
Madison, WI 53707-7398

Cole Schotz P.C.
25 Main Street P.O. Box 800
Hackensack, NJ 07602

Creative Artists Agency
2000 Avenue of the Stars Speakers Dept.
Los Angeles, CA 90067

Equity 38, LLC
450 Newport Center Drive, Suite 590
Newport Beach, CA 90266

Haymaker Partners, LLC
450 Newport Center Drive, Suite 590
Manhattan Beach, CA 92660

JMBM LLP
1900 Avenue of the Stars
Los Angeles, CA 90067

Katten Muchin Rosenmann LLP
Attn: Jan Harris Cate, Esq.
515 South Flower Street, Suite 1000
Los Angeles, CA 90071

Law Office of Michael A. Zuercher, Inc.
4105 Via Largavista
Palos Verdes Estates, CA 90274

Morrison & Morrison
222 Souther Riverside Plaza
Chicago, IL 60606

Sterling Legal Solutions, Inc.
26895 Aliso Creek Rd., B-129
Aliso Viejo, CA 92656

UDR-Eight 80
1590 Adams Avenue PO Box 2350
Costa Mesa, CA 92628

Woodforest National Bank
Attn: CMB Loan Operations
25231 Grogans Mill Road, 6th Floor
The Woodlands, TX 77380

Woodforest National Bank
Attn: David A. Macdonald
1330 Lake Robbins Drive, Suite 500
The Woodlands, TX 77380

TRX HOLDCO LLC
BOARD RESOLUTIONS RELATING TO CHAPTER 11 BANKRUPTCY CASE

June 3, 2022

The following Resolutions were duly enacted by a unanimous vote of the Board of Managers (the "Board") of TRX Holdco LLC (the "Company"), at a duly noticed meeting of the Board held on June 3, 2022, and the same shall remain in full force and effect, without modification, unless and until the Board adopts a further resolution to the contrary:

RESOLVED, that the Company shall file a voluntary petition under chapter 11 of the Bankruptcy Code on the date determined by Brent Leffel ("BL"), in his capacity as the Chairman of the Board, to be in the best interests of the Company, its creditors and other parties in interest, after consultation with the Company's counsel and financial advisor. BL is authorized to sign the voluntary bankruptcy petition and all related documents for the Company as the authorized representative of the Company, and BL is authorized to designate any other officer, professional or designated representative to sign any such documents on behalf of the Company.

FURTHER RESOLVED, that the Company's retention of Kroll Securities, LLC ("Kroll") to serve as the Company's investment banker and financial advisor is approved upon terms that are mutually acceptable to the Company and Kroll. BL, in his capacity as the Chairman of the Board, is hereby authorized to negotiate the terms of the Company's employment of Kroll and to execute the Company's retention agreement and/or bankruptcy employment application with Kroll or to designate any other officer, professional or designated representative to sign any such documents on behalf of the Company.

FURTHER RESOLVED, that the Company's retention of Levene, Neale, Bender, Yoo & Golubchik L.L.P. ("LNBYG") to serve as the Company's bankruptcy counsel is approved upon terms that are mutually acceptable to the Company and LNBYG. BL, in his capacity as the Chairman of the Board, is hereby authorized to negotiate the terms of the Company's employment of LNBYG and to execute the Company's retention agreement and/or bankruptcy employment application with LNBYG or to designate any other officer, professional or designated representative to sign any such documents on behalf of the Company.

FURTHER RESOLVED, that, in his capacity as the Chairman of the Board, BL is hereby authorized to cause the Company to employ any other professionals to represent or assist the Company in connection with the Company's chapter 11 bankruptcy case that BL deems to be in the best interests of the Company and to execute such other retention agreements and/or bankruptcy employment applications or to designate any other officer, professional or designated representative to sign any such documents on behalf of the Company.

FURTHER RESOLVED, that following the filing of the Company's chapter 11 bankruptcy case, BL, in his capacity as the Chairman of the Board, is hereby authorized on behalf of and in the name of the Company to execute and file and to cause counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings in connection with the Company's bankruptcy case, and to take any and all action that BL deems necessary and proper in connection with the Company's bankruptcy case without the need for any further approval of the Board unless the Board subsequently decides to the contrary. Such actions that BL has the authority to cause the Company to take without any further approval of the Board (unless the Board subsequently decides to the contrary) shall include, but not be limited to, all of the following: employing and compensating professionals; seeking Bankruptcy Court approval for the Company to use cash collateral and/or obtain post-bankruptcy financing and executing any agreements related to any of the foregoing; compensating employees; hiring and terminating employees; purchasing product or materials; selling product; entering into or continuing with agreements; collecting accounts receivable; negotiating with creditors, lenders, vendors, suppliers and landlords; assuming, assigning, or rejecting executory contracts and unexpired leases; renegotiating the terms of executory contracts and unexpired leases; signing new or amended contracts and leases; commencing and defending litigation involving the Company; selling or liquidating some or substantially all of the Company's assets; causing the Company to propose a plan of reorganization or liquidation and related disclosure statement and to seek to confirm a plan of reorganization or liquidation; and causing the Company to take whatever steps are necessary to be in compliance with any orders of the Bankruptcy Court. BL is also authorized to designate any other officer, professional or

designated representative to sign any documents related to any of the foregoing on behalf of the Company.

FURTHER RESOLVED, that all prior acts and deeds of BL or the other officers of the Company acting in their capacity as a Manager or officer of the Company, as the case may be, taken to carry out the intent and accomplish the purposes of the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects as the respective acts and deeds of the Company.

FURTHER RESOLVED, that BL, in his capacity as the Chairman of the Board, is authorized to sign these Resolutions of the Board in the place and stead of all other Board members.

IN WITNESS WHEREOF, the Board has authorized, adopted, ratified and approved the above resolutions.

MANAGER:

A handwritten signature in dark ink, appearing to read "Brent Leffel", is written over a horizontal line.

BRENT LEFFEL